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ELIAS C. ALVORD (1942)
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RECORDATION NO.

19972-E FILED

AUG 19 '02 10-14 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

August 7, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Memorandum of Bill of Sale and Assignment, dated as of July 26, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum of Lease Agreement which was previously filed with the Board under Recordation Number 19972.

The names and addresses of the parties to the enclosed document are:

Seller/Assignor: I&M Rail Link, LLC
1910 East Kimberly Road
Davenport, IO 52807

Buyer/Assignee: Iowa, Chicago & Eastern Railroad
337 - 22nd Avenue South
Brookings, SD 57006

Mr. Vernon Williams
August 7, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

270 railcars IMRL 68502 – 68771, inclusive.

A short summary of the document to appear in the index follows:

Bill of Sale and Assignment.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 19972-E FILED

AUG 19 '02 10-14 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF
BILL OF SALE AND ASSIGNMENT**

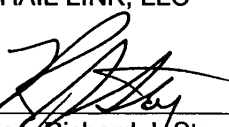
Memorandum of Bill of Sale and Assignment, made and entered into as of July 26, 2002 by and between I&M RAIL LINK, LLC, Seller, and IOWA, CHICAGO & EASTERN RAILROAD CORPORATION, Buyer.

WITNESSETH:

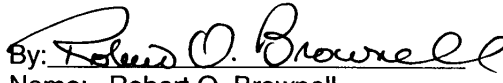
The undersigned have entered into that certain Bill of Sale and Assignment, dated as of July 26, 2002, by which Seller has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interests therein to Buyer, and Buyer has accepted and assumed all duties and obligations of Seller with respect thereto. The railroad equipment and documents related thereto are set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

I&M RAIL LINK, LLC

By: 
Name: Richard J. Stoeckly
Title: President

IOWA, CHICAGO & EASTERN RAILROAD
CORPORATION

By: 
Name: Robert O. Brownell
Title: President

DISTRICT OF)
COLUMBIA) ss:
)

On this 26th day of July, 2002, before me personally appeared Richard J. Stoeckly, who, being by me duly sworn, says that he is the President of I&M RAIL LINK, LLC, that the foregoing document was signed on behalf of said corporation, and that the execution of said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: 1/1/03

DISTRICT OF)
COLUMBIA) ss:
)

On this 26th day of July, 2002, before me personally appeared Robert O. Brownell, who, being by me duly sworn, says that he is the President of IOWA, CHICAGO & EASTERN RAILROAD CORPORATION, that the foregoing document was signed on behalf of said corporation, and that the execution of said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: Sept. 30, 2002

**EXHIBIT A
TO
MEMORANDUM OF BILL OF SALE AND ASSIGNMENT**

LESSOR: Citicorp Railmark, Inc.

LESSEE: I&M Rail Link, LLC (as sublessee)

AGREEMENT: Railcar Lease Agreement, dated March 11, 1996, between Transaccess II, L.P. (predecessor of Citicorp Railmark, Inc.) and Soo Line Railroad Company (sublessor to I&M Rail Link, LLC)

RECORDATION #: 19972

CARS: Two hundred seventy (270) coil gondola railcars bearing reporting marks:

IMRL 68502-68771, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/15/02



Robert W. Alvord